Amendment to the Agreement Between TelCove Operations, Inc. and BellSouth Telecommunications, Inc. Dated March 30, 2006

Pursuant to this Amendment, (the "Amendment"), TelCove Operations, Inc. a Delaware corporation on behalf of itself and its certified operating affiliates identified in Part A of the Interconnection Agreement between the Parties dated March 30, 2006 (Agreement) (collectively referred to as TelCove), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Agreement to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and TelCove entered into the Agreement on March 30, 2006, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

- 1. The Parties hereby agree to incorporate into Exhibit B of Attachment 4 of the Agreement the new Physical Collocation and Virtual Collocation elements set forth in Exhibit 1, attached hereto and thereby incorporated into this Amendment.
- 2. All of the other provisions of the Agreement, dated March 30, 2006, shall remain in full force and effect.
- 3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

TelCove Operations, Inc.

Name: Kristen E. Shore

Title: Director

Date: 81 14/06

Name: James Means

Title: Secretary

Date: 7/14/06

Version: Generic Amendment Template

XX/XX/XX

COI	LOCAT	ION - Alabama												Attach	ment: 4	Exhi	bit: B
																Incremental	Incremental
														Charge -	Charge -	Charge -	Charge -
												Elec					Manual Svc
CAT	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							D	Nonrec	urring	Nonrecurring	Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHY	ICAL CO	LLOCATION															
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5		2.25	2.25	2.76	2.76						
VIRT	JAL COL	LOCATION															
		Virtual Collocation Cable Records - DS1, per T1TIE			AMTFS	VE1BD		2.25		2.76							
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COLL	OCATI	ON - Florida												Attach	ment: 4	Exhi	bit: B
CATEG			Interim	Zone	BCS	usoc			RATES (\$)				Submitted	Incremental Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Add'I	Incremental Charge -	Incremental Charge -
							Rec	Nonred	curring	Nonrecurring	Disconnect			OSS	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSIC	AL COLLOCATION																
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5		4.52	4.52	5.35	5.35						
VIRTU		OCATION															
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		4.52		5.35							
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COLI	OCATI	ON - Georgia												Attach	ment: 4	Exhi	bit: B
CATEG	ORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES (\$)				Submitted	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Add'I	Charge -	Charge -
							Rec	Nonred	curring	Nonrecurring	Disconnect			oss	Rates (\$)		
							Nec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSI		LOCATION															
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5		2.22	2.22	2.62	2.62						
VIRTU	AL COLL	OCATION															
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		2.22		2.62							
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COLL	OCATI	ON - Kentucky												Attachi	ment: 4	Exhi	bit: B
CATEG	ORY	RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES (\$)				Submitted	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge -	Charge -	Charge -
							Rec	Nonrec	urring	Nonrecurring	Disconnect			oss	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSIC		LOCATION															
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5		4.52	4.52	5.54	5.54						
VIRTU	AL COLL	OCATION															
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		4.52		5.54							
									,								
									,								

COLI	OCAT	ON - Louisiana											Attach	ment: 4	Exhi	bit: B
CATEG	ORY	RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES (\$)			Submitted	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge -	Charge - Manual Svc Order vs.	Charge -
							Rec	Nonre	curring	Nonrecurring	Disconnect		oss	Rates (\$)		
								First	Add'l	First	Add'l					
							First Add 1 First									
PHYSI	CAL COL	LOCATION														
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C6	0.04									
VIRTU	AL COLL	OCATION														
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B6	0.04									

COL	LOCAT	ION - Mississippi												Attach	ment: 4	Exhi	bit: B
													Submitted		Charge -	Charge -	Incremental Charge -
CATE	GORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic- 1st	Electronic- Add'l	Electronic- Disc 1st	Electronic- Disc Add'l
							Rec	Nonrec	urring	Nonrecurring	Disconnect		l	oss	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYS	CAL CO	LOCATION															
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5		2.27	2.27	2.78	2.78						
VIRT	IAL COL	OCATION															
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		2.27		2.78							

COLL	OCAT	ON - North Carolina												Attach	ment: 4	Exhi	bit: B
CATEG			Interim	Zone	BCS	usoc			RATES (\$)				Submitted	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge -	Charge -	Charge -
							Rec	Nonred		Nonrecurring	Disconnect				Rates (\$)		
							rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSIC		LOCATION															
		Physical Collocation, Cable Records, CAT5/JR45			CLO	PE1C5		4.35	4.35	5.11	5.11						
VIRTU	AL COLL	OCATION															
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		4.35	4.35	5.11	5.11						

COLL	OCAT	ON - South Carolina												Attach	ment: 4	Exhi	bit: B
CATEG	ORY	RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES (\$)			Svc Order Submitted Elec per LSR	Submitted	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge -	Charge - Manual Svc Order vs.	Charge -
							Rec	Nonred	curring	Nonrecurring	Disconnect			oss	Rates (\$)		
			Rec					First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSIC		LOCATION															
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5		2.26	2.26	2.77	2.77						
VIRTU		OCATION															
		Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		2.26		2.77							

COLL	OCATI	ON - Tennessee												Attach	ment: 4	Exhi	bit: B
																	Incremental
													Submitted		Charge -	Charge -	Charge -
												Elec		Manual Svc			
CATEG	ORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'I
							Rec	Nonred	urring	Nonrecurring	Disconnect			oss	Rates (\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSIC		LOCATION															
		Physical Collocation, Cable Records, CAT5/RJ45			CLO	PE1C5		8.45									
VIRTU		OCATION															
		Virtual Collocation Cable Records - CAT5/RJ45			AMTFS	VE1B5		8.45									
													l	1	1		